

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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<i>In re:</i>	:	
	:	Chapter 15
	:	
NORWEGIAN AIR SHUTTLE ASA, <i>et al.</i> , ¹	:	Case No. 21–10478 (MEW)
	:	
Debtors in foreign proceedings.	:	
	:	(Joint Administration Requested)
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**ORDER PURSUANT TO FED. R. BANKR. P. 2002 AND 9007
SCHEDULING RECOGNITION HEARING AND
SPECIFYING FORM AND MANNER OF SERVICE OF NOTICE**

Upon the motion (the “**Motion**”)² of Geir Karlsen in his capacity as the foreign representative (the “**Foreign Representative**”) of the above-captioned debtors (collectively, the “**Debtors**”), pursuant to Rules 2002 and 9007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) for entry of an order (i) setting the date for the hearing (the “**Recognition Hearing**”) on the relief sought in the Recognition Motion, (ii) establishing the Objection Deadline in connection therewith, (iii) approving the form of notice of the Recognition Hearing and Objection Deadline attached hereto as **Exhibit 1** (the “**Hearing Notice**”), (iv) approving the manner of service of the Hearing Notice, and (v) granting such other relief as this Court deems just and proper, all as more fully set forth in the Motion; and this Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein

¹ The Debtors in the foreign proceedings and the last four digits of each Debtor’s local tax identification number are as follows: Norwegian Air Shuttle ASA (0358) and Arctic Aviation Assets DAC (1191). The location of Norwegian Air Shuttle ASA’s corporate headquarters is Oksenøyveien 3, 1336 Lysaker, Norway. The location of Arctic Aviation Assets DAC’s corporate headquarters is Ground Floor, Imbus House, Dublin Airport, Ireland.

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. § 1410; and notice of the Motion having been given as provided in the Motion, and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice need be provided; and upon the Recognition Motion, the Karlsen Declaration, and the Foreign Attorney Declarations; and this Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors, and all parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. The Recognition Hearing shall be held before this Court on April 27, 2021 at 11:00 a.m. (Prevailing Eastern Time) or as soon thereafter as counsel may be heard, before the Honorable Michael E. Wiles, of the United States Bankruptcy Court for the Southern District of New York.
3. In accordance with General Order M-543, dated March 20, 2020 (Morris, C.J.) (a copy of which may be viewed on this Court's website at www.nysb.uscourts.gov), the Recognition Hearing will be conducted telephonically unless otherwise ordered by the Court.
4. Any objection to the Recognition Motion must be made in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, in a writing that sets forth the basis for such objection with specificity and the nature and extent of the respondent's claims against the Debtors. Any such objection must be filed electronically with the Court on the Court's electronic case filing system in accordance with and except as provided in General Order M-399 (a copy of which may be viewed on this Court's website at www.nysb.uscourts.gov) and the Court's Procedures for the Filing, Signing and Verification of Documents by Electronic Means, and served upon the Foreign Representative's counsel,

Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, via email at kelly.dibiasi@weil.com, debora.hoehne@weil.com and furqaan.siddiqui@weil.com, so as to be **filed and received** by 4:00 p.m. (Prevailing Eastern Time) on April 16, 2021.

5. If no response or objection is timely filed and served as provided above, this Court may grant the relief requested by the Foreign Representative without further notice or hearing.

6. The Recognition Hearing may be adjourned from time to time without further notice other than a notice of adjournment on the docket in these Chapter 15 Cases or an announcement in open court of the adjourned date or dates of any further adjourned hearing.

7. The Recognition Hearing shall be a final and evidentiary hearing at which witnesses may testify.

8. The form of Hearing Notice, substantially in the form attached hereto as **Exhibit 1**, is hereby approved. The Foreign Representative may fill in any missing dates and other information as ordered by this Court, correct any typographical errors, conform the provisions thereof to the provisions of this Order, and make such other and further non-material, non-substantive changes to the form of Hearing Notice as the Foreign Representative deems necessary or appropriate.

9. Copies of the Notice Documents, including all exhibits thereto, shall be served by electronic mail, to the extent email addresses are available, and otherwise by overnight mail (for international addresses) or United States mail, first-class postage prepaid, upon the Notice Parties listed in **Exhibit 2** attached hereto within three business days following entry of this Order, or as soon as practicable thereafter. Service of any subsequent pleadings or notices filed by the Foreign Representative in these Chapter 15 Cases will be effected in the same manner.

10. If any party files a notice of appearance in these Chapter 15 Cases, the Foreign Representative shall serve, or cause to be served, upon such party (or its counsel) the Notice Documents

within three business days of the filing of such notice of appearance if such documents have not already been served on such party (or its counsel).

11. The notice requirements in section 1514(c) of the Bankruptcy Code are inapplicable in the context of these cases and are hereby waived.

12. Service of the Notice Documents in accordance with the procedures set forth in this Order satisfies the requirements of the Bankruptcy Code, the Bankruptcy Rules, including Bankruptcy Rules 2002(p) and (q), and the Local Rules. No other or further notice is required.

13. The Foreign Representative shall cause the Hearing Notice (modified as necessary and appropriate for publication purposes) to be published within three business days of entry of this Order in the national edition of The Wall Street Journal.

14. The Foreign Representative is authorized to take all actions necessary to carry out this Order.

15. This Order is without prejudice to the Foreign Representative requesting any additional relief in these Chapter 15 Cases.

16. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

17. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and enforcement of this Order.

Dated: March 12, 2021
New York, New York

s/Michael E. Wiles
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Hearing Notice

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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<i>In re:</i>	:	
	:	Chapter 15
	:	
NORWEGIAN AIR SHUTTLE ASA, <i>et al.</i> , ¹	:	Case No. 21–10478 (MEW)
	:	
Debtors in foreign proceedings.	:	
	:	(Joint Administration Requested)
-----	X	

**NOTICE OF PETITIONS FOR RECOGNITION OF
FOREIGN PROCEEDINGS AND MOTION FOR AN ORDER GRANTING
RECOGNITION OF FOREIGN PROCEEDINGS AND RELATED RELIEF**

PLEASE TAKE NOTICE that on March 12, 2021, Geir Karlsen, in his capacity as the foreign representative (the “**Foreign Representative**”) of the above-captioned debtors (the “**Debtors**”), which (collectively with certain non-debtor affiliates) have commenced a foreign proceeding in Ireland (the “**Irish Examinership Proceeding**”) under Part 10 of Ireland’s Companies Act 2014 before the High Court of Ireland (the “**Irish Court**”) and, with respect to Norwegian Air Shuttle ASA, which has commenced a foreign proceeding in Norway (the “**Reconstruction Proceeding**”) under Norway’s Temporary Reconstruction Act (2020) (Norway) before the District Court of Oslo (the “**Norwegian Court**”), filed (i) voluntary petitions for relief under chapter 15 of title 11 of the United States Code (the “**Bankruptcy Code**”) for the Debtors (ECF Nos. __) and (ii) the *Motion for Recognition of Foreign Main and Nonmain Proceedings and Request for Certain Related Relief under Chapter 15 of the Bankruptcy Code* (ECF No. __) (the “**Recognition Motion**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that, among other things, the Recognition Motion requests entry of an order recognizing and enforcing the Reconstruction Proceeding as a foreign main proceeding for Norwegian Air Shuttle ASA, and the Irish Examinership Proceeding as a foreign main proceeding for Arctic Aviation Assets DAC and a foreign nonmain proceeding for Norwegian Air Shuttle ASA pursuant to section 1517 of the Bankruptcy Code, granting related relief pursuant to section 1520 of the Bankruptcy Code, and granting certain additional relief pursuant to sections 1507 and 1521 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that, the Court has scheduled a hearing to consider the relief requested in the Recognition Motion (the “**Recognition Hearing**”) at **11:00 a.m. (Prevailing**

¹ The Debtors in the foreign proceedings and the last four digits of each Debtor’s local tax identification number are as follows: Norwegian Air Shuttle ASA (0358) and Arctic Aviation Assets DAC (1191). The location of Norwegian Air Shuttle ASA’s corporate headquarters is Oksenøyveien 3, 1336 Lysaker, Norway. The location of Arctic Aviation Assets DAC’s corporate headquarters is Ground Floor, Imbus House, Dublin Airport, Ireland.

Eastern Time) on April 27, 2021. The Recognition Hearing will be held before the Honorable Michael E. Wiles of the United States Bankruptcy Court for the Southern District of New York. The Recognition Hearing will be an evidentiary hearing at which witnesses may testify.

PLEASE TAKE FURTHER NOTICE that, in accordance with General Order M-543, dated March 20, 2020 (Morris, C.J.) (“**General Order M-543**”), the Recognition Hearing will be conducted telephonically. Any parties wishing to participate must do so by telephone by making arrangements through CourtSolutions LLC (www.court-solutions.com). Instructions to register for CourtSolutions LLC are attached to General Order M-543.

PLEASE TAKE FURTHER NOTICE that the Court may order the scheduling of a case management conference to consider the efficient administration of these Chapter 15 Cases.

PLEASE TAKE FURTHER NOTICE that any objection to the Recognition Motion must be made in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Rules of the United States Bankruptcy Court for the Southern District of New York, in a writing that sets forth the basis for such objection with specificity and the nature and extent of the respondent’s claims against the Debtors. Any such objection must be filed electronically with the Court on the Court’s electronic case filing system in accordance with and except as provided in General Order M-399 (a copy of which may be viewed on this Court’s website at www.nysb.uscourts.gov) and the Court’s Procedures for the Filing, Signing and Verification of Documents by Electronic Means, and served upon the Foreign Representative’s counsel, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, by email to kelly.dibiasi@weil.com, debora.hoehne@weil.com, and furqaan.siddiqui@weil.com, so as to be **filed and received** by **4:00 p.m. (Prevailing Eastern Time) on April 16, 2021.**

PLEASE TAKE FURTHER NOTICE that if no objection is timely filed and served as provided above, the Court may grant the relief requested in the Recognition Motion without a hearing or further notice.

PLEASE TAKE FURTHER NOTICE that any party in interest objecting to the Recognition Motion or the relief requested therein must appear by telephone at the Recognition Hearing.

PLEASE TAKE FURTHER NOTICE that the Recognition Hearing may be adjourned from time to time without further notice other than an announcement in open court or a notice of adjournment filed on the docket in these Chapter 15 Cases.

PLEASE TAKE FURTHER NOTICE that it is anticipated that the Court may communicate directly with, or request information or assistance directly from, the Irish Court, the Norwegian Court, and/or the Foreign Representative pursuant to section 1525 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that copies of the Recognition Motion and all other documents filed in this case can be accessed from (a) the Court’s website, <http://ecf.nysb.uscourts.gov> (a PACER login and password are required to retrieve documents), (b) free of charge by visiting the noticing agent’s website at <https://omniagentsolutions.com/norwegianair>, or (c) upon written request to the Foreign Representative’s counsel, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, by email to debora.hoehne@weil.com and furqaan.siddiqui@weil.com.

PLEASE TAKE FURTHER NOTICE that this announcement is not an offer for sale of securities in the United States. Securities may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended.

Dated: _____, 2021
New York, New York

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Attorneys for the Foreign Representative

Exhibit 2

Notice Parties

Notice Parties

Irish Examinership Proceeding Notice Parties

The Commission for Aviation Regulation
Email: DavidHodnett@aviationreg.ie

Norwegian Civil Aviation Authority (Luftfartstilsynet)
Email: Lars.Kobberstad@caa.no

The Revenue Commissioners
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Bondholder trustee Jørgen Andersen
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Avolon
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Reconstruction Proceeding Notice Parties

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Email: hec@global-riskmanagement.com

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Aaron Lyons
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Attention: Stuart R. Fraenkel, on behalf of Aaron Lyons

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Mohammad Shahram Hajebi
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Wayne Tully
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Parties to Contracts governed by U.S. law and U.S-Based Parties

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Wilmington Trust Company
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United Technologies Corporation
Pratt & Whitney Division
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Mrs Deborah Benninger

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